

CELADON GROUP INC  
Form 4  
October 03, 2013

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
RUSSELL STEPHEN

(Last) (First) (Middle)  
ONE CELADON DRIVE, 9503  
EAST 33RD STREET  
(Street)

INDIANAPOLIS, IN 46235

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
CELADON GROUP INC [CGI]

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/01/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman of the Board

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/01/2013		S(1)		100	D	\$ 18.4	797,881	D	
Common Stock	10/01/2013		S(1)		200	D	\$ 18.41	797,681	D	
Common Stock	10/01/2013		S(1)		400	D	\$ 18.42	797,281	D	
Common Stock	10/01/2013		S(1)		300	D	\$ 18.4233	796,981	D	
Common Stock	10/01/2013		S(1)		100	D	\$ 18.425	796,881	D	

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Common Stock	10/01/2013	<u>S(1)</u>	900	D	\$ 18.43	795,981	D
Common Stock	10/01/2013	<u>S(1)</u>	500	D	\$ 18.44	795,481	D
Common Stock	10/01/2013	<u>S(1)</u>	1,300	D	\$ 18.45	794,181	D
Common stock	10/01/2013	<u>S(1)</u>	100	D	\$ 18.4575	794,081	D
Common Stock	10/01/2013	<u>S(1)</u>	1,000	D	\$ 18.46	793,081	D
Common Stock	10/01/2013	<u>S(1)</u>	500	D	\$ 18.465	792,581	D
Common Stock	10/01/2013	<u>S(1)</u>	700	D	\$ 18.4671	791,881	D
Common Stock	10/01/2013	<u>S(1)</u>	800	D	\$ 18.47	791,081	D
Common Stock	10/01/2013	<u>S(1)</u>	100	D	\$ 18.475	790,981	D
Common Stock	10/01/2013	<u>S(1)</u>	7,371	D	\$ 18.48	783,610	D
Common Stock	10/01/2013	<u>S(1)</u>	151	D	\$ 18.4833	783,459	D
Common Stock	10/01/2013	<u>S(1)</u>	100	D	\$ 18.485	783,359	D
Common Stock	10/01/2013	<u>S(1)</u>	1,809	D	\$ 18.49	781,550	D
Common Stock	10/01/2013	<u>S(1)</u>	2,287	D	\$ 18.4919	779,263	D
Common Stock	10/01/2013	<u>S(1)</u>	200	D	\$ 18.495	779,063	D
Common Stock	10/01/2013	<u>S(1)</u>	100	D	\$ 18.4951	778,963	D
Common Stock	10/01/2013	<u>S(1)</u>	6,400	D	\$ 18.5	772,563	D
Common Stock	10/01/2013	<u>S(1)</u>	300	D	\$ 18.505	772,263	D
Common Stock	10/01/2013	<u>S(1)</u>	3,190	D	\$ 18.51	769,073	D
Common Stock	10/01/2013	<u>S(1)</u>	1,100	D	\$ 18.52	767,973	D
	10/01/2013	<u>S(1)</u>	283	D	\$ 18.525	767,690	D

Common Stock									
Common Stock	10/01/2013	S <sup>(1)</sup>	100	D	\$ 18.5275	767,590	D		
Common Stock	10/01/2013	S <sup>(1)</sup>	500	D	\$ 18.53	767,090	D		
Common Stock	10/01/2013	S <sup>(1)</sup>	200	D	\$ 18.535	766,890	D		
Common Stock						46,000	I <sup>(2)</sup>	By Spouse <sup>(2)</sup>	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RUSSELL STEPHEN ONE CELADON DRIVE 9503 EAST 33RD STREET INDIANAPOLIS, IN 46235	X		Chairman of the Board	

## Signatures

/s/ Stephen Russell, by Heidi Hornung-Scherr, attorney-in-fact, pursuant to a POA previously filed with the SEC

10/03/2013

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
  - \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 4, 2013.
  - (2) The reporting person disclaims beneficial ownership of these securities and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

### Remarks:

This is the first of two filings made by the reporting person to report transactions that occurred October 1, 2013.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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